

UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF MICHIGAN

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In re : Chapter 11
: :
BHM Technologies Holdings, Inc., *et al.*,¹ : Case No. 08-04413 (SWD)
: :
: (Jointly Administered)
: :
Debtors. :
: :
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**DECLARATION OF EVAN GERSHBEIN REGARDING VOTES ACCEPTING
OR REJECTING THE DEBTORS' AMENDED JOINT PLAN OF
REORGANIZATION**

Evan Gershbein, being duly sworn according to law, deposes and says
under the penalty of perjury:

1. I am over the age of eighteen years and I am not individually a party to
these proceedings.

2. I am a Senior Consultant with Kurtzman Carson Consultants LLC
("KCC"), whose offices are located at 2335 Alaska Avenue, El Segundo, California
90245. The Debtors retained KCC as their claims, noticing, and balloting agent under an
order of the Court dated June 26, 2008. KCC worked with the Debtors, counsel to the
Debtors and the financial advisor to the Debtors to solicit votes to accept or reject the
proposed *Debtors' Amended Joint Plan of Reorganization Under Chapter 11 of the
Bankruptcy Code* dated August 8, 2008 (the "Plan") and to tabulate the ballots of

¹ The Debtors are: BHM Technologies Holdings, Inc. (Case No. 08-04413); BHM Technologies, LLC (Case No. 08-04415); The Brown Corporation of America (Case No. 08-04412); The Brown Company International, LLC (Case No. 08-04416); The Brown Company of Ionia, LLC (Case No. 08-04417); The Brown Company of Moberly, LLC (Case No. 08-04418); The Brown Company of Waverly, LLC (Case No. 08-04419); The Brown Corporation of Greenville, Inc. (Case No. 08-04421); The Brown Realty Company, LLC (Case No. 08-04422); Heckethorn Holdings, Inc. (Case No. 08-04423); Heckethorn Manufacturing Co., Inc. (Case No. 08-04425); Midwest Stamping, Inc. (Case No. 08-04426); Midwest Stamping & Manufacturing Co. (Case No. 08-04427); Morton Welding Holdings, Inc. (Case No. 08-04428); and Morton Welding Co., Inc. (Case No. 08-04429).

creditors voting to accept or reject the Plan. I am authorized to submit this Declaration on behalf of KCC.

3. KCC has considerable experience in soliciting and tabulating votes to accept or reject proposed plans of reorganization.

4. Using information provided by the Debtors, Debtors' counsel and the Debtors' financial advisor, KCC generated and distributed documents (the "**Solicitation Packages**") relating to the Plan in accordance with the solicitation and tabulation rules outlined in the *Order (I) Approving Amended Disclosure Statement Pursuant to Section 1125 of the Bankruptcy Code Relating to Amended Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code and the Form and Manner of Notice of the Disclosure Statement Hearing; (II) Pursuant to Fed. R. Bankr. P. 3013, Determining that Class U-1 is Unimpaired; (III) Approving Form of Ballot, and Proposed Solicitation and Voting Tabulation Procedures; (IV) Fixing the Date, Time and Place for Voting on the Plan; (V) Prescribing the Form and Manner of Notice Thereof; (VI) Fixing the Last Date for Filing Objections to the Plan; and (VII) Scheduling a Hearing to Consider Confirmation of the Plan* (the "**Solicitation Procedures Order**"), as entered by the Court on August 8, 2008.

SERVICE AND TRANSMITTAL OF SOLICITATION PACKAGES

5. On August 18, 2008, KCC caused to be served Solicitation Packages in accordance with the Solicitation Procedures Order. KCC caused Solicitation Packages and ballots to be sent to creditors entitled to vote on the Plan and were transmitted in accordance with the Solicitation Procedures Order. An affidavit evidencing the service of the foregoing was filed with the Bankruptcy Court on August 22, 2008 (D.I. 629).

THE TABULATION PROCESS

6. The Solicitation Procedures Order established August 8, 2008 as the Record Date for determining which creditors were entitled to receive Solicitation Packages and, where applicable, vote on the Plan. Only holders of Claims in Class S-3 (Prepetition First Lien Secured Debt Claims), Class U-2 (Unsecured Ongoing Operations Claims) and Class U-4 (General Unsecured Claims) (the “**Voting Classes**”) were entitled to vote to accept or reject the Plan.

7. In order to identify the holders of Claims entitled to vote to accept or reject the Plan, KCC and the Debtors’ financial advisor used the *Schedules of Assets and Liabilities* filed by the Debtor on June 19, 2008 and claims information pertaining to the Debtors’ chapter 11 cases contained in KCC’s proprietary claims administration system (“**KCC CaseView**”). Using the information outlined above, and with specific guidance and approval from the Debtors’ counsel and financial advisor, KCC created a voting database reflecting the names, addresses and classification of Claims in the Voting Classes.

8. Using its voting database, KCC generated ballots for holders of Claims entitled to vote to accept or reject the Plan (the “**Ballots**”). The Solicitation Procedures Order established September 19, 2008 at 5:00 p.m. (Eastern Time) as the deadline for receiving Ballots to accept or reject the Plan (the “**Voting Deadline**”).

9. KCC received and tabulated Ballots as follows: (a) each returned Ballot was opened and inspected at KCC’s office; (b) Ballots were date-stamped, sorted according to Plan Class, and scanned into KCC CaseView; (c) all Ballots received on or before the Voting Deadline were then entered into the voting database and tabulated in accordance with the tabulation rules outlined in the Solicitation Procedures Order.

10. In order for a Ballot to be counted as valid, the Ballot must have been properly completed and executed by the holder of a Claim, or such holder's authorized representative, and must have been received (other than by fax or electronic mail) on or before the Voting Deadline.


11. Set forth below is a summary of the voting results with respect to the Voting Classes:

Total Ballots Received			
ACCEPT		REJECT	
Number	Amount	Number	Amount
Class S-3 - Prepetition First Lien Secured Debt Claims			
87 (100.00%)	\$175,338,631.77 (100.00%)	0 (0.00%)	\$0.00 (0.00%)
Class U-2 - Unsecured Ongoing Operations Claims			
356 (95.70%)	\$38,592,527.12 (98.59%)	16 (4.30%)	\$551,276.92 (1.41%)
Class U-4 - General Unsecured Claims			
98 (100.00%)	\$130,450,152.58 (100.00%)	0 (0.00%)	\$0.00 (0.00%)

12. Exhibit A to this Declaration is the final summary Ballot report by Voting Class.

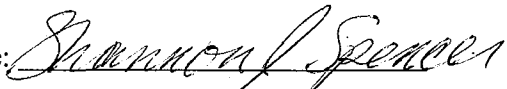
13. To the best of my knowledge, information and belief, the foregoing information concerning the distribution, submission, and tabulation of Ballots in connection with the Plan is true. The Ballots received by KCC are stored at KCC's office and are available for inspection by or submission to this Court.

Executed: September 24, 2008


Evan Gershbein

State of California
County of Los Angeles

Subscribed and sworn to (or affirmed) before me on this 24th day of September, 2008, by Evan Gershbein, proved to me on the basis of satisfactory evidence to be the person who appeared before me.

Signature: 
Commission Expires: Jun 20, 2010

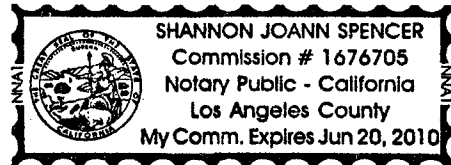


Exhibit A

Class Name	Class Description	Total Members	Unacceptable Votes	Members Voted	Members Accepted	Members Rejected	Members Abstained	% Members Accepted	% Members Rejected	Total \$ in Class	Total \$ Voted	\$ Accepted	\$ Rejected	\$ Abstained	% \$ Accepted	% \$ Rejected
S-3	Prepetition First Lien Secured Debt Claims	104	9	87	87	0	1	100.00	0.00	\$192,649,999.99	\$175,338,631.77	\$175,338,631.77	\$0.00	\$1,425,990.06	100.00	0.00
U-2	Unsecured Ongoing Operations Claims	1245	9	372	356	16	24	95.70	4.30	\$78,137,286.43	\$39,143,804.04	\$38,592,527.12	\$551,276.92	\$249,556.45	98.59	1.41
U-4	General Unsecured Claims	123	9	98	98	0	1	100.00	0.00	\$204,953,411.23	\$130,450,152.58	\$130,450,152.58	\$0.00	\$6,678,117.74	100.00	0.00